

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 6, 2023

CYTOSORBENTS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-36792	98-0373793
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
305 College Road East, Princeton, New Jersey		08540
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (732) 329-8885

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	CTSO	The Nasdaq Stock Market LLC (Nasdaq Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07 Submission of Matters to a Vote of Security Holders**

CytoSorbents Corporation (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”) on June 6, 2023. At the Annual Meeting, the following matters were submitted to a vote of stockholders:

1. The election of five (5) directors to serve until the Company’s 2024 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;
2. The approval of, on an advisory basis, the compensation of the Company’s named executive officers, disclosed pursuant to Item 402 of Regulation S-K; and
3. The ratification of the appointment of WithumSmith+Brown, PC, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

At the close of business on April 13, 2023, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 43,954,198 shares of the Company’s Common Stock outstanding and entitled to vote at the Annual Meeting. The holders of 29,827,126 shares of the Company’s Common Stock were represented in person or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, (i) the five (5) directors were elected, (ii) the compensation of the Company’s named executive officers, disclosed pursuant to Item 402 of Regulation S-K, was approved, on an advisory basis, and (iii) the appointment of the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 was ratified.

**Proposal No. 1**— Election of Directors

The vote with respect to the election of directors was as follows:

<b>Nominees</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Dr. Phillip P. Chan	20,039,568	790,050	71,592	8,925,916
Dr. Edward R. Jones	20,176,235	653,457	71,518	8,925,916
Michael Bator	18,628,159	2,200,221	72,830	8,925,916
Alan D. Sobel	20,076,869	749,935	74,406	8,925,916
Jiny Kim	20,213,793	554,746	132,671	8,925,916

**Proposal No. 2** — Approval of the Compensation of the Company’s Named Executive Officers

The vote with respect to the approval of, on an advisory basis, the compensation of the Company’s named executive officers, disclosed pursuant to Item 402 of Regulation S-K was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
14,146,730	2,774,611	3,979,869	8,925,916

**Proposal No. 3** — Ratification of the Appointment of Independent Registered Public Accounting Firm

The vote with respect to the ratification of the appointment of WithumSmith+Brown, PC, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
29,413,721	268,190	145,215

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

June 7, 2023

**CytoSorbents Corporation**

By: /s/ Dr. Phillip P. Chan

Name: Dr. Phillip P. Chan

Title: Chief Executive Officer

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